

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

BLUE HILLS OFFICE PARK LLC,

Plaintiff, Defendant-in-Counterclaim,

v.

J.P. MORGAN CHASE BANK, as Trustee for the
Registered Holders of Credit Suisse First Boston
Mortgage Securities Corp., Commercial Mortgage
Pass-Through Certificates, Series 1999-C1., and
CSFB 1999-C1 ROYALL STREET, LLC,

Defendants, Plaintiffs-in-Counterclaim,

v.

WILLIAM LANGELIER and GERALD
FINEBERG,

Defendants-in-Counterclaim.

Civil Action No. 05-CV-10506 (WGY)

REPLY AFFIDAVIT OF BRUCE E. FALBY, ESQ.
IN SUPPORT OF PETITION FOR ATTORNEYS' FEES AND EXPENSES

I, Bruce E. Falby, depose and say as follows:

1. My name is Bruce E. Falby. I am a partner at the law firm of DLA Piper US LLP ("DLA Piper," also referred to herein as "Counsel"). I represent defendants and plaintiffs-in-counterclaim J.P. Morgan Chase Bank, as Trustee for the Registered Holders of Credit Suisse First Boston Mortgage Securities Corp., Commercial Mortgage Pass-Through Certificates, Series 1999-C1 (the "Trustee"), and CSFB 1999-C1 Royall Street, LLC ("CSFB") (together with the Trustee, the "Lender"). I make this reply affidavit in further support of the Petition for Attorneys' Fees and Expenses of Defendants and Plaintiffs-in-Counterclaim J.P. Morgan Chase

Bank, as Trustee and CSFB 1999-C1 Royall Street, LLC [docket no. 165] (the "Fee Petition"). I make the following statements based upon my personal knowledge and upon my review of the records of DLA Piper and of documents produced in this litigation.

DLA Piper's Practice of One Billing Entry Per Day Per Attorney

2. In their opposition to the Fee Petition, Blue Hills Office Park, LLC, Gerald Fineberg and William Langelier (the "Blue Hills Parties") criticize DLA Piper's invoices submitted in support of the fee petition for containing so-called "block billing" and suggest the practice is commercially unreasonable.

3. I have been a law firm partner for 15 years, practicing business litigation first at Hill & Barlow, PC and now at DLA Piper. I have been responsible for billing clients throughout my time as a partner. Except in the limited circumstance where a client requires otherwise, it is (and has always been) my practice to have attorneys record their time by making one entry per matter per day in which they set forth the cumulative time spent on the matter on that day along with a description of the tasks undertaken. My clients do not object to this practice. It is my understanding that other billing partners at DLA Piper follow the same practice, with the same lack of objection from their clients.

4. I note that the bills submitted by Goodwin Procter LLP in the December 2005 fee petition to the Suffolk Superior Court in Brooks Automation v. BlueShift Technologies, Inc., Suffolk Superior Court Civil Action No 05-3973-BLS2, reflect the same billing practice. Attached as Exhibit A are copies of all of the bills attached to that fee petition, showing numerous examples of the block billing that plaintiffs criticize. As shown by the decision on the fee petition, the Court took no issue with this practice. See Initial Falby Affidavit Ex. C.

5. In my experience, while a certain subset of consumers of legal services, in particular insurance companies, request that each task performed be presented on an invoice as a separate entry with its own designation of the time spent, those consumers remain the exception rather than the rule and there is thus no basis for a conclusion that making one time entry per day is a commercially unreasonable practice.

Attendance at Mediations

6. I attended each of the three mediation sessions held with Judge Kass in this case. At the first, I was accompanied by DLA Piper associate Bruce Barnett and Lender representatives. For the second and third, I went alone with representatives of the Lender. The Blue Hills Parties were represented by more than one Bernkopf Goodman partner at each session. At the last two sessions, Andrew Cohn of Wilmer Hale also attended.

Conferences Among Counsel

7. As is necessary in a large, complex commercial litigation such as this, DLA Pipers lawyers working on this matter held numerous conferences to consult with one another about factual and legal issues, work assignments, case developments and strategy, and drafts of pleadings. Ultimately, the coordination, direction and strategizing provided by such conferences improves the quality of representation and saves the client time and money by increasing the efficiency of the case team. In this matter as in others, DLA Piper billed its client for the time the lawyers spent in such conferences.

Costs and Disbursements

8. The types of costs and disbursements incurred by the Lender during this litigation and for which it seeks payment here have been routinely charged by DLA Piper to its clients, as they were to the Lender, and routinely paid by them, as they have been by the Lender. These

costs and disbursements, which include computer assisted research through Westlaw and Lexis among other things, appear on the DLA Piper invoices attached to the Initial Falby Affidavit at Exhibit D and are summarized there at Exhibit F.

Signed under the penalties of perjury this 17th day of November, 2006.

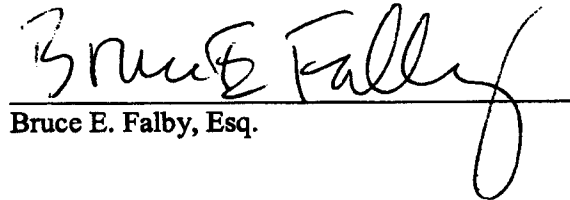

Bruce E. Falby, Esq.

EXHIBIT A

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Fed. ID #: 04-1378465
Invoice Number: 532384
Client Number: 120298

BlueShift Technologies, Inc.

REDACTED

November 10, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period
through September 30, 2005, in connection with the following:

<u>Matter</u>	<u>Fees</u>	<u>Disbursements</u>	<u>Total</u>
Brooks Automation, Inc. General	\$105,480.50	\$1,498.60	\$106,980.10
Invoice Total			
Less 20% Deferred			
80% Currently Due			

120298/155369, 160739
WJS:jr

Mailed To: Peter van der Meulen
BlueShift Technologies, Inc.
3 Riverside Drive
Andover, MA 01810

Please return this page with your remittance. Thank you.
Payment due within 30 days.

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 goodwinprocter.com

Fed. ID #: 04-1378485
 Invoice Number: 532384
 Client Number: 120298

BlueShift Technologies, Inc.

November 10, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period through
 September 30, 2005, in connection with the following:

(Brooks Automation, Inc.)

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/05	Tully, Mark	2.5	Review demand letter; conferences and telephone conferences regarding background of claims and defense; follow up regarding same.
09/14/05	Schnoor, William	1.7	Review fax; numerous office conferences; Review Brooks letter; telephone conference with Mr. Bichara; telephone conference with Mr. Tully, Mr. van der Meulen.
09/14/05	Cappillo, David	0.6	Attend to Brooks letter matters.
09/15/05	Tully, Mark	5.0	Preparation for and meetings in Andover with clients regarding background investigation.
09/15/05	Smith, Neil	0.4	Review employment severance agreements and speak with Mr. Tully regarding case.
09/15/05	Schnoor, William	0.5	Follow up telephone conference with Mr. Tully.
09/16/05	Tully, Mark	0.7	Follow up telephone calls regarding investigation; finalize and forward correspondence to counsel; telephone calls regarding same.
09/16/05	Tully, Mark	0.5	Telephone conference with client and finalize and forward letter to counsel.
09/16/05	Smith, Neil	0.2	Speak with Mr. LaMacchia regarding research.
09/16/05	La Macchia, Brian	2.6	Research non-compete issue.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/16/05	Schnoor, William	0.3	Telephone conference with Mr. Tully; Mr. van der Meulen.
09/19/05	Tully, Mark	0.8	Emails and telephone calls regarding continuing investigation and directors conference call.
09/19/05	Smith, Neil	0.3	Speak with Mr. LaMacchia regarding research.
09/19/05	La Macchia, Brian	4.5	Research non-compete issue.
09/19/05	Schnoor, William	0.3	Office conference with Mr. Tully; telephone conference with Mr. Damore.
09/20/05	Tully, Mark	6.0	Extended conference calls with client and directors; review complaint and related materials; outline motion to dismiss arguments and research issues regarding same; review background materials regarding patent applications; emails regarding same.
09/20/05	Kelleher, Francis	1.4	Docket research; conference with Mr. Tully; obtain Court documents.
09/20/05	Smith, Neil	8.3	Meet with Mr. Tully and Mr. Schnoor regarding case; draft motion to dismiss complaint.
09/20/05	La Macchia, Brian	10.1	Research non-compete issue in Massachusetts.
09/20/05	Schnoor, William	3.4	Telephone conference with Mr. Tully, Mr. van der Meulen regarding Brooks suit; board call; office conference call with Mr. van der Meulen, Mr. Tully; office conference with Mr. Tully, Mr. Smith regarding strategy.
09/21/05	Tully, Mark	7.5	Work on motion to dismiss pleadings; several conferences regarding background information; review same; outline legal research issues; draft letter to counsel and telephone conferences regarding same.
09/21/05	Smith, Neil	13.7	Research and draft motion to dismiss complaint.
09/21/05	Legal Research Specialist	2.5	Conduct patent search per request received from Mr. Smith.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/05	Hirsch, Timothy	3.2	Legal research related to motion to dismiss regarding trade secret, Ch. 93; draft email to Mr. Smith outlining legal research.
09/21/05	La Macchia, Brian	12.7	Research non-compete agreement under Mass law; draft answer to complaint.
09/21/05	Marziani, Elianna	4.1	Meet with Mr. Smith; research Judge Gants' opinions on noncompete clauses; analyze cases and draft memorandum.
09/21/05	Schnoor, William	2.4	Review materials; telephone conference with Mr. Tully, Mr. van der Meulen; Richtstone; telephone conference with Mr. Damore regarding litigation; review various background documents to response.
09/22/05	Tully, Mark	9.0	Work on motion to dismiss pleadings and draft affidavit.
09/22/05	Kelleher, Francis	1.1	General assistance regarding response to complaint; conference with Messrs. Tully and Smith; conference regarding BLS issues.
09/22/05	Smith, Neil	12.3	Research and draft motion to dismiss complaint.
09/22/05	Hirsch, Timothy	2.9	Follow-up legal research regarding Ch. 93, s.11; draft emails to Mr. Smith regarding legal research; assist in draft of motion to dismiss by locating legal cites to support proposition.
09/22/05	La Macchia, Brian	11.2	Research non-compete agreement under Massachusetts law; draft Answer to Complaint; analyze Motion to Dismiss.
09/22/05	Marziani, Elianna	6.7	Research and analyze cases regarding filing of a patent as competitive business action; shepardize and cite check Motion to Dismiss.
09/22/05	Schnoor, William	2.0	Review motion to dismiss; telephone conference with Mr. Damore; telephone conference with Mr. Tully.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/05	Tully, Mark	7.0	Work on motion to dismiss pleadings; work on draft affidavit; several telephone conferences and emails regarding same; correspondence and telephone conference with plaintiff's counsel; follow up telephone conference with client regarding settlement strategy.
09/23/05	Kelleher, Francis	3.0	General assistance regarding preparation and filing of Emergency Motion to Dismiss; file and obtain hearing date for Motion to Dismiss; conference with Messrs. Tully and Smith; conference with Suffolk BLS Clerks.
09/23/05	Smith, Neil	7.9	Research, draft and file motion to dismiss complaint; speak with Mr. Kelleher regarding filing; speak with Attorney Castelman regarding case.
09/23/05	La Macchia, Brian	3.1	Research non-compete agreement under Massachusetts law; draft Answer to Complaint; analyze Motion to Dismiss.
09/23/05	Schnoor, William	1.2	Review pleadings; telephone conference with Mr. van der Meulen, Mr. Tully.
09/24/05	Tully, Mark	1.5	Review patents and patent applications regarding related technologies; attention to potential discovery requests.
09/25/05	Tully, Mark	2.0	Review additional materials from client regarding invention development; prepare for and confer with directors regarding status and strategy.
09/25/05	Smith, Neil	1.1	Edit answer and counterclaims; conference with Mr. Tully regarding case.
09/25/05	Schnoor, William	1.3	Telephone conference with Mr. van der Meulen; telephone conference with Mr. Tully; all hands call with Mr. van der Meulen and Board regarding lawsuit.
09/26/05	Tully, Mark	4.5	Preparation for potential hearing; multiple communications with court, counsel and clients regarding same.
09/26/05	Kelleher, Francis	0.6	Follow-up regarding Hearing on Motion to Dismiss; conference with Suffolk BLS Clerk; conference with Mr. Tully.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/26/05	Smith, Neil	5.1	Prepare and answer and counterclaims; speak with Mr. Hirsch and Mr. La Macchia regarding discovery responses; review documents produced by Mr. van der Meulen.
09/26/05	Legal Research Specialist	0.3	Attention to research
09/26/05	Hirsch, Timothy	5.3	Meet with Mr. Smith to strategize discovery requests; research and analyze expedited discovery requests; draft expedited request for admissions; draft expedited interrogatory requests..
09/26/05	La Macchia, Brian	2.6	Draft discovery requests.
09/26/05	Schnoor, William	0.8	Review documents; office conference with Mr. Tully; Telephone conference with Ms. Richstone and Mr. Tully.
09/27/05	Tully, Mark	5.5	Correspondence to and from counsel; preparation for and extended conference before Judge Gants regarding scheduling and motion to dismiss; work on expedited discovery, protective order and related materials; extended telephone conferences regarding trial schedule.
09/27/05	Kelleher, Francis	0.3	Review and file Corporate Disclosure Statement.
09/27/05	Smith, Neil	10.7	Prepare for and attend hearing on motion to dismiss; draft and edit expedited discovery and answer and counterclaims.
09/27/05	Hirsch, Timothy	7.6	Legal research draft Protective Order; draft and finalize expedited request for admissions; draft and finalize expedited interrogatory requests; edit expedited document request; edit expedited 30(b)(6) request; draft deposition notices..
09/27/05	La Macchia, Brian	4.3	Draft discovery requests.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/27/05	Schnoor, William	2.1	Review pleadings; office conference with Mr. Cappillo regarding various matters regarding ownership; update call with Mr. Tully; Mr. van der Meulen; telephone conference with Mr. Ritter.
09/27/05	Cappillo, David	0.4	(Re: litigation) - correspondence with Mr. Smith and Mr. Collard.
09/28/05	Tully, Mark	4.0	Review and revise discovery requests; review and revise protective order; work on scheduling order; outline discovery and trial topics; review public information, patent disclosures and related background.
09/28/05	Kelleher, Francis	0.2	Conference with Superior Court Counsel (Maria Pena) regarding Judges' Assignments to BLS.
09/28/05	Smith, Neil	3.4	Edit and transmit discovery requests to Plaintiff.
09/28/05	La Macchia, Brian	8.8	Research non-compete issues.
09/28/05	Schnoor, William	0.5	Review documents; various telephone conferences.
09/29/05	Tully, Mark	7.5	Review additional patent materials and public information; review proxy statements and other SEC filings; work on joint proposal for discovery and pretrial matters; extended conference regarding same; extended conference with client regarding factual and legal strategies and background; review materials from client; follow up regarding motion to dismiss.
09/29/05	Smith, Neil	8.6	Meet with Mr. Tully to plan expedited discovery schedule; revise protective order; review documents from Mr. van der Meulen; conference call with Mr. Tully and Mr. van der Meulen; conference call with Attorney Castleman to discuss schedule.
09/29/05	Legal Research Specialist	0.3	Retrieve patent application per request received from Mr. Smith.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/29/05	Hirsch, Timothy	2.9	Meeting with Mr. Smith to strategize legal research; legal research regarding damages for breach of a non-compete agreement; legal research regarding material breach of contract and attempts to cure.
09/29/05	Van Der Meulen, Robin	2.5	Meet with Mr. Tully and Mr. Smith; attend conference call with client regarding document production.
09/29/05	La Macchia, Brian	2.6	Research non-compete issue.
09/30/05	Tully, Mark	6.5	Meetings in Andover regarding background, document collection and review of trial witness prep; attention to joint scheduling proposal and protective order; follow up regarding discovery requests.
09/30/05	Smith, Neil	3.8	Edit answer and counterclaims to Plaintiff's complaint; review patent filings; speak with Mr. Tully regarding case.
09/30/05	Hirsch, Timothy	6.6	Legal research regarding remedies for breach of non-compete agreements; draft legal memorandum of same and circulate to team; legal research regarding material breach, breach of covenant of good faith and fair dealing and other breach of contract issues; draft legal memorandum of same and circulate to team.
09/30/05	La Macchia, Brian	1.6	Research non-compete issue.
09/30/05	Schnoor, William	0.4	Telephone conference with Mr. Tully regarding litigation strategy.
Total Hours		279.8	Total Fees \$105,480.50

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<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Schnoor, William	16.9	\$590.00	\$9,971.00
Tully, Mark	70.5	550.00	38,775.00
Cappillo, David	1.0	410.00	410.00
Smith, Neil	75.8	365.00	27,667.00
La Macchia, Brian	64.1	260.00	16,666.00
Merziani, Elianna	10.8	260.00	2,808.00
Legal Research Specialist	3.1	250.00	775.00
Hirsch, Timothy	28.5	235.00	6,697.50
Kelleher, Francis	6.6	210.00	1,386.00
Van Der Meulen, Robin	2.5	130.00	325.00
Total	279.8		\$105,480.50

<u>Matter Disbursement Summary</u>	<u>Total</u>
Total Duplicating Charge/Copy	\$231.35
Fax	173.00
Messenger	136.50
Travel	189.63
Document Printing	317.70
Document Scanning	16.95
Legal Research	434.47
Total Disbursements	\$1,499.60

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Fed. ID #: 04-1378485
Invoice Number: 532684
Client Number: 120298

BlueShift Technologies, Inc.

REDACTED

November 10, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period
through October 15, 2005, in connection with the following:

<u>Matter</u>	<u>Fees</u>	<u>Disbursements</u>	<u>Total</u>
Brooks Automation, Inc. General	\$155,710.00	\$3,414.15	\$159,124.15

Invoice Total

Less 20% Deferred

80% Currently Due

120298/155369, 160739
WJS:jr

Mailed To: Peter van der Meulen
BlueShift Technologies, Inc.
3 Riverside Drive
Andover, MA 01810

Please return this page with your remittance. Thank you.
Payment due within 30 days.

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Fed. ID #: 04-1378465
Invoice Number: 532664
Client Number: 120298

BlueShift Technologies, Inc.

November 10, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period through
October 15, 2005, in connection with the following:

(Brooks Automation, Inc.)

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/05	Tully, Mark	4.5	Prepare materials for and conference with directors regarding status and strategies; follow up regarding discovery demands and document collection.
10/02/05	Schnoor, William	1.3	Board call regarding litigation; subsequent call with Mr. van der Meulen.
10/03/05	Tully, Mark	6.0	Extended conferences and telephone conferences regarding document production issues, technology and electronic discovery issues, pleadings, background investigation and related issues.
10/03/05	Smith, Neil	7.6	Review documents from BlueShift; edit draft answer and counterclaims; draft search terms for document production; transmit e-mails to Mr. Castleman regarding discovery.
10/03/05	Hirsch, Timothy	0.5	Analyze responses to discovery requests.
10/03/05	Van Der Meulen, Robin	3.0	Meet with Mr. Tully and Mr. Smith to discuss the review of documents; meet with Mr. Tully and Mr. Bertman to discuss electronic discovery; arrange for files to be copies.
10/03/05	La Macchia, Brian	6.2	Research non-compete issue.
10/03/05	Schnoor, William	0.2	Telephone conference with Mr. van der Meulen, Mr. Tully regarding reporter call.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/04/05	Tully, Mark	5.0	Extended telephone conference with Attorney Mooney; attention to document production issues; several telephone calls regarding press coverage and inquiry; emails regarding same; extended conferences and telephone conferences regarding industry research and related defense issues.
10/04/05	Smith, Neil	7.5	Review documents from BlueShift; edit draft answer and counterclaims; speak with Mr. van der Meulen regarding document production; draft answers to interrogatories; review document requests in preparation for production.
10/04/05	Van Der Meulen, Robin	7.0	Meet with client in Andover, Massachusetts; review and collect documents.
10/04/05	La Macchia, Brian	5.3	Research non-compete issue; review documents for discovery production.
10/04/05	Schnoor, William	0.4	Review emails; telephone conference with Mr. Tully.
10/05/05	Tully, Mark	5.5	Attention to document production issues; numerous extended telephone conferences regarding depositions, discovery responses, experts, background research and related issues; several telephone calls and emails regarding depositions and director issues.
10/05/05	Smith, Neil	9.7	Review documents from BlueShift; speak with Mr. van der Meulen regarding document production; speak with Brooks' attorneys regarding protective order; review opposition to motion to dismiss filed by Brooks.
10/05/05	Van Der Meulen, Robin	5.5	Arrange for files to be copied and reviewed; telephone call with Mr. van der Meulen to discuss collecting additional documents; review e-mail files.
10/05/05	La Macchia, Brian	1.5	Review documents for discovery production.
10/05/05	Marziani, Elianna	5.6	Review discovery requests; meet with team regarding document review; begin document review.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/05/05	Schnoor, William	0.2	Telephone conference with Mr. Tully regarding director depositions.
10/06/05	Tully, Mark	7.0	Numerous emails, telephone calls and conferences regarding document productions, director depositions, discovery responses and related matters.
10/06/05	Smith, Neil	10.8	Review documents from BlueShift; edit answer and counterclaims; draft responses to document requests for Mr. van der Meulen; draft second set of interrogatories and document requests.
10/06/05	Van Der Meulen, Robin	6.5	Review Blueshift electronic files; arrange for additional files to be copied.
10/06/05	Marziani, Elianna	6.4	Review Blueshift's documents in preparation for production.
10/07/05	Tully, Mark	5.0	Several emails and telephone calls regarding deposition scheduling, disputes with plaintiff regarding same, protective order issues; continued preparation for discovery responses, expert preparation and related matters.
10/07/05	Smith, Neil	7.4	Review documents from BlueShift; draft responses to document requests and interrogatories; serve second set of interrogatories and document requests; file and serve protective order motion; speak with Attorney Castleman regarding deposition schedule.
10/07/05	Van Der Meulen, Robin	8.5	Review documents on Summation; telephone conversation with Mr. Ritter regarding his e-mail files; meet with team to discuss the review of electronic documents.
10/07/05	La Macchia, Brian	1.9	Review documents for discovery production.
10/07/05	Marziani, Elianna	9.6	Review documents in preparation for production.
10/07/05	Kyritsopoulos, Corinne	1.5	Attend meeting regarding document review on summation as per Mr. Smith's request.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/07/05	Schnoor, William	0.5	Review documents; office conference with Mr. Tully; telephone conference with Mr. van der Meulen.
10/08/05	Tully, Mark	4.5	Work on document production; review files regarding same; review and revise pleadings; several conference and telephone calls regarding same; review Attorney Mooney materials; follow up regarding potential expert witness.
10/08/05	Smith, Neil	6.9	Review documents from BlueShift in preparation for production; meet with Mr. Tully and Ms. Van Der Meulen regarding discovery.
10/08/05	Van Der Meulen, Robin	7.5	Review e-mail files on Summation; redact privileged documents; arrange for CD of CAD drawings to be printed.
10/08/05	La Macchia, Brian	4.3	Review documents for discovery production.
10/08/05	Marziani, Elianna	9.8	Review documents for production.
10/09/05	Smith, Neil	5.5	Review documents from BlueShift; edit discovery responses and answer and counterclaims.
10/09/05	Van Der Meulen, Robin	5.0	Arrange for IKON to Bates label and copy production; review e-mail files.
10/09/05	La Macchia, Brian	4.7	Review documents for discovery production.
10/09/05	Marziani, Elianna	6.0	Review documents for production.
10/09/05	Kyritsopoulos, Corinne	13.0	Attention to document review as per Mr. Smith's request.
10/10/05	Tully, Mark	8.5	Work on various pleadings, discovery responses, emails regarding depositions, document review and overall attention to strategy and execution; extended telephone conference regarding potential expert.
10/10/05	Smith, Neil	10.1	Review documents from BlueShift; edit discovery responses and answer and counterclaims; draft motion for discovery order; prepare BlueShift documents for production.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/10/05	La Macchia, Brian	8.3	Review documents for discovery production.
10/10/05	Marziani, Elianna	9.0	Review documents for production; research and draft Motion to Sever.
10/11/05	Tully, Mark	10.5	Prepare for and hearing regarding depositions and related issues; prepare for Brooks depositions; attention to document production issues.
10/11/05	Turgeon, Lynn	3.2	Telephone conferences with Ms. Van Der Meulen regarding processing email/pet files and electronic production; process exceptions; review files; review lap top files.
10/11/05	Smith, Neil	11.8	Review documents from BlueShift; prepare BlueShift documents for production; prepare for deposition; edit and file emergency motion for discovery order; edit and serve discovery responses.
10/11/05	Van Der Meulen, Robin	7.0	Prepare documents for production.
10/11/05	La Macchia, Brian	8.1	Review documents for discovery production.
10/11/05	Marziani, Elianna	5.1	Conduct document review.
10/11/05	Kyritsopoulos, Corinne	1.2	Attention to the organizing and preparation of documents for production as per Mr. Smith's request.
10/11/05	Schnoor, William	0.3	Review documents, emails; office conference with Mr. Tully.
10/12/05	Tully, Mark	13.0	Prepare for and deposition of Mr. Pippins; follow up regarding same; prepare for deposition of Mr. Hofmeister.
10/12/05	Smith, Neil	11.3	Review documents from BlueShift; prepare BlueShift documents for production; edit and serve further deposition notices; meet with Mr. van der Meulen and Mr. Tully regarding case.
10/12/05	Legal Research Specialist	0.2	Locate, retrieve patent per request received from Mr. Smith.
10/12/05	Hirsch, Timothy	0.7	Meeting with Mr. Smith to strategize document review; document review of Ray Ritter emails.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/12/05	Van Der Meulen, Robin	10.5	Prepare documents for production.
10/12/05	La Macchia, Brian	4.8	Review documents for discovery production.
10/12/05	Marziani, Elianna	6.5	Conduct document review.
10/12/05	Kyritsopoulos, Corinne	0.3	Attention to the preparation of documents for production as per Ms. Van Der Meulen's request.
10/13/05	Tully, Mark	13.5	Director deposition preparation; deposition of Mr. Hofmeister; follow up regarding same; preparation of Mr. van der Meulen for deposition.
10/13/05	Smith, Neil	12.8	Review documents from BlueShift; meet with Mr. van der Meulen and Mr. Tully regarding case; prepare Mr. van der Meulen for deposition; correspond with Brooks' counsel regarding production.
10/13/05	Hirsch, Timothy	8.3	Document review of Ritter emails; document review of Ritter documents.
10/13/05	Van Der Meulen, Robin	6.5	Prepare documents for production; review Mr. van der Meulen's personal financial statements.
10/13/05	La Macchia, Brian	10.1	Review documents for discovery production.
10/13/05	Marziani, Elianna	7.4	Review documents.
10/13/05	Kyritsopoulos, Corinne	0.3	Attention to preparation of documents for production as per Ms. Van Der Meulen's request.
10/13/05	Schnoor, William	1.0	Review documents; review emails; office conference with Mr. Tully, Mr. van der Meulen regarding litigation.
10/14/05	Tully, Mark	11.0	Defend deposition of Mr. van der Meulen; follow up regarding same; attention to document production issues.
10/14/05	Smith, Neil	8.3	Prepare for and attend deposition of Mr. van der Meulen; review documents in preparation for production; draft correspondence to Brooks.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>	
10/14/05	Hirsch, Timothy	5.2	Document review of Ritter emails and document review of Ritter documents in his "My Docs" folder.	
10/14/05	Van Der Meulen, Robin	4.5	Prepare documents for production.	
10/14/05	La Macchia, Brian	1.7	Review documents for discovery production.	
10/14/05	Marziani, Elianna	4.3	Perform document review.	
10/14/05	Schnoor, William	1.0	Telephone conference with Mr. Tully, Mr. van der Meulen, Ms. Richstone.	
Total Hours		441.1	Total Fees \$155,710.00	
<u>Matter Summary by Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Schnoor, William		4.9	\$825.00	\$3,062.50
Tully, Mark		94.0	600.00	56,400.00
Smith, Neil		109.7	410.00	44,977.00
Hirsch, Timothy		14.7	300.00	4,410.00
Legal Research Specialist		0.2	280.00	56.00
La Macchia, Brian		56.9	260.00	14,794.00
Marziani, Elianna		69.7	260.00	18,122.00
Turgeon, Lynn		3.2	250.00	800.00
Van Der Meulen, Robin		71.5	150.00	10,725.00
Kyritsopoulos, Corinne		16.3	145.00	2,363.50
Total		441.1		\$155,710.00
<u>Matter Disbursement Summary</u>				<u>Total</u>
Total Duplicating Charge/Copy				\$2,660.85
Postage				0.37
Travel				279.83
Document Printing				398.70
Document Scanning				29.40
Messenger Services				15.00
Litigation Support				30.00
Total Disbursements				\$3,414.15

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Fed. ID #: 04-1378485
Invoice Number: 535641
Client Number: 120298

BlueShift Technologies, Inc.

REDACTED

November 14, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period
through October 31, 2005, in connection with the following:

<u>Matter</u>	<u>Fees</u>	<u>Disbursements</u>	<u>Total</u>
Brooks Automation, Inc. General	\$205,171.00	\$4,678.53	\$209,849.53

Invoice Total

Less 20% Deferred

80% Currently Due

120298/155369, 160739
WJS:jr

Mailed To: Peter van der Meulen
BlueShift Technologies, Inc.
3 Riverside Drive
Andover, MA 01810

Please return this page with your remittance. Thank you.
Payment due within 30 days.

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Fed. ID #: 04-1378465
Invoice Number: 535841
Client Number: 120298

BlueShift Technologies, Inc.

November 14, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period through
October 31, 2005, in connection with the following:

(Brooks Automation, Inc.)

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/16/05	Tully, Mark	6.0	Directors deposition preparation; conferences regarding summary judgment outlines; deposition preparation; expert disclosure issues.
10/16/05	Berriman, James	0.8	Attend meeting with Mr. Tully, client, and team regarding expedited discovery and electronic evidence issues; prepare memorandum regarding same.
10/16/05	Smith, Neil	7.9	Meet with Mr. Tully to discuss summary judgment; draft and send correspondence to Brooks.
10/16/05	Hirsch, Timothy	4.4	Attend strategy meeting; prepare strategy for summary judgment motion.
10/16/05	Van Der Meulen, Robin	4.5	Meet with team to discuss summary judgment briefing and production of additional documents.
10/16/05	La Macchia, Brian	4.4	Review documents for discovery production.
10/17/05	Tully, Mark	12.5	Continued defense of van der Meulen deposition; follow up regarding same; review and draft opposition to motion to continue trial; attention to expert disclosure issues; follow up regarding same; emails and correspondence.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/17/05	Berriman, James	1.4	Conference with Mr. Tully; telephone conference with forensic vendor regarding second laptop to be analyzed; prepare specifications for forensic project; meet with vendor regarding same
10/17/05	Hosp, David	3.9	Preparation for directors' depositions; attention to correspondence; attention to pleadings and prior deposition transcripts; attention to scheduling issues and phone calls.
10/17/05	Turgeon, Lynn	0.9	Telephone conferences with Ms. Van Der Meulen regarding document production; review documents and code; run electronic production and burn to DVD.
10/17/05	Smith, Neil	12.7	Defend deposition of Mr. van der Meulen; attend to discovery issues and draft opposition to Plaintiff's motion to continue trial date.
10/17/05	Hirsch, Timothy	8.5	Read Pippins deposition and document key sections in anticipation of summary judgment; legal research regarding answering expert interrogatories; legal research on material breach of contract; legal research on unclear hands.
10/17/05	Van Der Meulen, Robin	4.5	Draft privilege log; produce additional electronic documents.
10/17/05	La Macchia, Brian	8.7	Review documents for discovery production; research for motion for summary judgment.
10/18/05	Tully, Mark	10.5	Revisions to opposition to motion to postpone trial; finalize and file with same; correspondence regarding ethical issues and deposition; attention to director depositions and conference regarding same; work on expert testimony issues and conferences and telephone conferences regarding same; review and compile expert materials; emails and telephone calls regarding deposition scheduling and related discrepancies.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/18/05	Berriman, James	0.7	Conferences with Mr. Tully and Mr. Smith to address electronic evidence, forensic, and discovery issues; conferences with forensic vendor regarding assignments for preservation and extraction of evidence.
10/18/05	Hosp, David	6.8	Depositions of Simone, Bichara, Low; preparation for deposition; debriefing of same.
10/18/05	Smith, Neil	6.1	Prepare Mr. Pannese for depositions; meet with Mr. Tully and Mr. van der Meulen; attend to discovery issues and correspondence with opposing counsel.
10/18/05	Hirsch, Timothy	7.7	Draft facts section of summary judgment memorandum; legal research regarding various breach of contract issues and legal research regarding breach of non-complete agreements; read Pippins deposition and identify key sections; legal research regarding parol evidence rule, statute of frauds and third party beneficiary law; draft legal memorandum outlining legal research of same.
10/18/05	La Macchia, Brian	1.4	Review documents for discovery production; research for motion for summary judgment.
10/18/05	Marziani, Elianna	5.7	Create privilege log; meet with Mr. LaMacchia regarding summary judgment motion; begin reviewing deposition transcripts.
10/19/05	Tully, Mark	9.0	Deposition preparation; prepare for and hearing regarding trial postponement; attention to director depositions; emails and telephone calls regarding depositions, experts and related discovery; work with expert on opinions.
10/19/05	Hosp, David	7.2	Depositions of E. Richstone and R. D'Amore; preparation for same; debriefing of same; attention to strategy and scheduling; attention to summary judgment issues.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/19/05	Smith, Neil	10.4	Prepare Mr. Ritter for deposition; attend hearing on Plaintiff's motion to continue trial date; attend to discovery issues including supplemental interrogatories and responses to Plaintiff's discovery requests.
10/19/05	Hirsch, Timothy	8.1	Read depositions of Mr. Hofmeister and Mr. van der Meulen and identify key sections for motion for summary judgment; legal research relating to contract damages for breach of non-compete agreement; draft memorandum of same; draft facts section of motion for summary judgment; meeting with Mr. Smith to strategize motion for summary judgment.
10/19/05	Van Der Meulen, Robin	3.0	Draft privilege log of electronic documents.
10/19/05	La Macchia, Brian	0.3	Review documents for discovery production; research for motion for summary judgment.
10/19/05	Marziani, Elianna	0.4	Participate in team meeting regarding summary judgment motion.
10/20/05	Tully, Mark	9.0	Work with expert on opinions and disclosures; follow up regarding depositions; follow up regarding Ritter deposition; revise expert interrogatory response and provide disclosures regarding same.
10/20/05	Hosp, David	5.9	Attention to summary judgment.
10/20/05	Smith, Neil	7.7	Prepare for and defend deposition of Mr. Ritter; attend to summary judgment and discovery issues; prepare supplemental interrogatory responses; prepare documents for production.
10/20/05	Hirsch, Timothy	8.0	Document review of Ray Ritter emails; draft facts section of motion for summary judgment; draft damages section for motion for summary judgment; legal research relating to contract damages; meeting with Mr. Smith and Mr. Smith strategizing summary judgment motion.
10/20/05	Van Der Meulen, Robin	4.0	Review and produce Mr. Ray Ritter e-mails; produce expert documents.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/20/05	La Macchia, Brian	3.3	Research and draft Motion for Summary Judgment.
10/20/05	Marziani, Elianna	2.6	Redact Ritter documents; attend status meeting; review deposition testimony; work on summary judgment brief.
10/21/05	Tully, Mark	6.5	Work on summary judgment outlines and conferences regarding same; correspondence and emails regarding depositions and related discovery; work on expert disclosures and follow up regarding same; follow up regarding Ritter deposition and documents; attention to discovery responses.
10/21/05	Hosp, David	6.2	Attention to summary judgment.
10/21/05	Smith, Neil	7.0	Attend to summary judgment and discovery issues; prepare and transmit supplemental interrogatory responses; correspond with Brooks' counsel regarding discovery.
10/21/05	Hirsch, Timothy	9.2	Team meeting strategizing summary judgment; draft damages section of motion for summary judgment on remedies; draft section of unclean hands of motion for summary judgment on remedies; legal research on contract damages for breach of non-compete agreement.
10/21/05	Van Der Meulen, Robin	3.5	Prepare additional documents for production; draft privilege log.
10/21/05	La Macchia, Brian	11.3	Research and draft Motion for Summary Judgment; meet with team regarding status of Motion for Summary Judgment.
10/21/05	Marziani, Elianna	6.5	Work on summary judgment motion; meet with team regarding strategy; work on second summary judgment motion.
10/22/05	Hirsch, Timothy	2.5	Revise and draft motion for summary judgment on remedies.
10/22/05	Marziani, Elianna	1.2	Add facts and edit for content motion for summary judgment on damages and injunctive relief.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/23/05	Smith, Neil	0.9	Edit responses to Brooks' second discovery requests; review draft summary judgment motion.
10/24/05	Tully, Mark	5.0	Review draft motion for summary judgment; revisions regarding same; conferences, telephone conferences, emails regarding discovery issues, expert issues and related matters.
10/24/05	Hosp, David	7.0	Attention to summary judgment.
10/24/05	Kelleher, Francis	0.5	General assistance regarding preparation of Summary Judgment Motions.
10/24/05	Smith, Neil	7.4	Edit responses to Brooks' second discovery requests; review draft summary judgment motion and prepare motion for filing; prepare for depositions of Mr. Hannah and Mr. Grady; attend to discovery issues with counsel for Brooks.
10/24/05	Hirsch, Timothy	11.0	Attend team meeting strategizing summary judgment on remedies; legal cite check of memorandum in support of motion for summary judgment; edit and revise memorandum in support of motion for summary judgment on remedies; draft statement of law in support of motion for summary judgment; legal research on trade secrets and prior art.
10/24/05	Van Der Meulen, Robin	4.0	Prepare documents for production; collect exhibits for summary judgment motion.
10/24/05	La Macchia, Brian	7.9	Research and draft Motion for Summary Judgment; meet with team regarding status of Motion for Summary Judgment.
10/24/05	Marziani, Elianna	7.2	Participate in team meetings; draft Mooney affidavit; draft portion of summary judgment Motion on Remedies.
10/25/05	Tully, Mark	6.5	Preparation for and deposition of Mr. Grady; attention to Hanna deposition and review transcript; revise motion for summary judgment.
10/25/05	Hosp, David	8.7	Attention to summary judgment.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/25/05	Turgeon, Lynn	1.3	Review and prepare documents for production.
10/25/05	Smith, Neil	11.2	Depose Mr. Hanna; prepare and edit motion for summary judgment on damages for filing; file motion for summary judgment; participate in Rule 9c conference with Brooks; prepare discovery responses for filing.
10/25/05	Hirsch, Timothy	9.3	Edit and revise memorandum in support of motion for summary judgment on remedies and finalize for filing; edit and revise motion for summary judgment on remedies and finalize for filing; edit and revise supporting documents for summary judgment and finalize for filing; draft affidavit in support of motion for impoundment; legal research on trade secrets.
10/25/05	Van Der Meulen, Robin	6.5	Review Mr. Peter van der Meulen's engineering publications; prepare summary judgment motion.
10/25/05	La Macchia, Brian	7.1	Research, draft, and file Motion for Summary Judgment; meet with team regarding status of Motion for Summary Judgment.
10/25/05	Marziani, Elianna	7.4	Draft cover letter to court; draft Rule 9A documents; review and edit summary judgment motion 1; edit Mooney affidavit; meet with team.
10/26/05	Tully, Mark	5.5	Work on summary judgment briefs; attention to Panese deposition preparation; prepare for Grady and Wentzel depositions; work with expert materials; prepare for Therrien deposition.
10/26/05	Hosp, David	6.9	Attention to summary judgment.
10/26/05	Turgeon, Lynn	2.1	Telephone calls with Ms. Van Der Meulen regarding document production; prepare same.
10/28/05	Kelleher, Francis	1.4	General assistance regarding preparation, filing and service of Motion for Summary Judgment.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/26/05	Smith, Neil	10.4	Prepare Mr. Pannese for deposition; edit motion for summary judgment brief; prepare and serve discovery responses; attend to discovery responses; attend to discovery issues including issues regarding Plaintiff's expert; draft affidavit for Mr. Weiss.
10/26/05	Hirsch, Timothy	9.3	Analyze and read Hofmeister deposition transcript; analyze and read Hanna deposition transcript; participate in team meeting strategizing summary judgment #2 on liability issues; draft facts section of memorandum in support of summary judgment #2; draft trade secrets section of summary judgment #2.
10/26/05	Van Der Meulen, Robin	6.5	Meet with team regarding summary judgment; prepare for summary judgment; prepare additional document production.
10/26/05	La Macchia, Brian	7.5	Research and draft Second Motion for summary Judgment; meet with team regarding status of Second Motion for Summary Judgment.
10/26/05	Marziani, Elianna	8.6	Review documents produced by Brooks; meet with team; work on summary judgment motion 2.
10/27/05	Tully, Mark	9.0	Preparation for and deposition of Mr. Therrien; follow up regarding same; work with expert witness; work on summary judgment briefing; attention to Panese deposition; review transcript of same.
10/27/05	Hosp, David	7.3	Attention to summary judgment.
10/27/05	Turgeon, Lynn	0.3	Conference with Ms. Van Der Meulen regarding the organization of exhibits.
10/27/05	Kelleher, Francis	0.5	Attention to preparation of Summary Judgment filing; follow up with Suffolk Superior Court regarding Motion to Impound.
10/27/05	Smith, Neil	7.9	Prepare for and defend deposition of Mr. Pannese; prepare motion for summary judgment; attend to discovery issues.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/05	Hirsch, Timothy	10.5	Draft all supporting documents for summary judgment on liability issues; review Hofmeister deposition for significant citations; legal cite check of brief in support of summary judgment; review Therien deposition for significant citations; participate in team meeting strategizing summary judgment filing.
10/27/05	Van Der Meulen, Robin	10.0	Prepare summary judgment motion; prepare additional documents for production; meet with team to discuss summary judgment motion.
10/27/05	La Macchia, Brian	9.9	Research and draft Second Motion for Summary Judgment; meet with team regarding status of Second Motion for Summary Judgment.
10/27/05	Marziani, Elianna	2.1	Meet with team regarding summary judgment motion 2; edit motion and brief.
10/27/05	Kyritsopoulos, Corinne	1.5	Attention to privilege log on Summation as per Ms. Van Der Meulen's request.
10/28/05	Tully, Mark	8.5	Work on summary judgment motions; work with expert witness materials; preparation for and deposition of Mr. Wentzel; telephone conferences regarding same.
10/28/05	Hosp, David	8.1	Attention to summary judgment.
10/28/05	Kelleher, Francis	0.6	General assistance regarding filing of Motion for Summary Judgment.
10/28/05	Smith, Neil	3.8	Prepare and file motion for summary judgment on liability.
10/28/05	Hirsch, Timothy	9.3	Edit and finalize motion for summary judgment and supporting memorandum on liability issues; read and analyze Therien deposition for significant citations; read and analyze Hofmeister deposition for significant citations; participate in team meeting strategizing summary judgment filing; edit and finalize all supporting documents in preparation for filing summary judgment on liability issues.
10/28/05	Van Der Meulen, Robin	8.0	Prepare for summary judgment motion.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/28/05	La Macchia, Brian	5.5	Research and draft Second Motion for Summary Judgment; meet with team regarding status of Second Motion for Summary Judgment.
10/28/05	Marziani, Elianna	8.0	Draft LaMacchia Declaration; draft Appendix Indices; review and edit summary judgment motion 2 and brief; compile exhibits; meet with team; prepare documents for filing.
10/28/05	Kyritsopoulos, Corinne	3.2	Attention to creation of privilege log as per Ms. Van Der Meulen's request.
10/31/05	Tully, Mark	5.5	Work with expert witnesses; telephone conferences regarding director issues; review Panese deposition transcript; work on trial exhibit list; follow up regarding numerous discovery issues; outline trial preparation issues.
10/31/05	Hosp, David	4.9	Attention to motion to dismiss; research with analysis; attention to opposition; conference with Messrs. Tully and Smith.
10/31/05	Smith, Neil	3.2	Attend to discovery issues and pretrial issues; speak with Mr. van der Meulen regarding case.
10/31/05	Van Der Meulen, Robin	4.5	Produce additional documents to plaintiffs; gather documents for Mitchell Weiss.
10/31/05	Marziani, Elianna	1.0	Review deposition testimony in preparation for deposition designations.
10/31/05	Kyritsopoulos, Corinne	2.8	Attention to the creation of the privilege log as per Ms. Van Der Meulen's request.
Total Hours		555.8	Total Fees \$205,171.00

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<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Tully, Mark	93.5	\$600.00	\$56,100.00
Hosp, David	72.9	500.00	36,450.00
Bertman, James	2.9	425.00	1,232.50
Smith, Neil	96.6	410.00	39,606.00
Hirsch, Timothy	97.8	300.00	29,340.00
La Macchia, Brian	67.3	260.00	17,498.00
Marziani, Elianna	50.7	260.00	13,182.00
Turgeon, Lynn	4.6	250.00	1,150.00
Kelleher, Francis	3.0	225.00	675.00
Van Der Meulen, Robin	59.0	150.00	8,850.00
Kyritsopoulos, Corinne	7.5	145.00	1,087.50
Total	555.8		\$205,171.00

<u>Matter Disbursement Summary</u>	<u>Total</u>
Total Duplicating Charge/Copy	\$2,263.80
Fax	4.00
Express Delivery	83.80
Secretarial Overtime	285.00
Messenger	236.44
Travel	428.01
Document Printing	601.50
Document Scanning	11.85
Legal Research	307.39
Litigation Support	458.74
Total Disbursements	\$4,678.53

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Fed. ID #: 04-1378465
Invoice Number: 536428
Client Number: 120298

BlueShift Technologies, Inc.

REDACTED

November 17, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period
through November 15, 2005, in connection with the following:

<u>Matter</u>	<u>Fees</u>	<u>Disbursements</u>	<u>Total</u>
Brooks Automation, Inc. General	\$189,833.00	\$12,571.19	\$202,404.19

Invoice Total

Less 20% Deferred

80% Currently Due

120298/155369, 160739
WJS:jr

Mailed To: Peter van der Meulen
BlueShift Technologies, Inc.
3 Riverside Drive
Andover, MA 01810

Please return this page with your remittance. Thank you.
Payment due within 30 days.

GOODWIN | PROCTER

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Fed. ID #: 04-1378465
 Invoice Number: 538428
 Client Number: 120298

BlueShift Technologies, Inc.

November 17, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period through
 November 15, 2005, in connection with the following:

(Brooks Automation, Inc.)

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/05	Tully, Mark	4.5	Attention to court hearing on pretrial matters; follow up regarding additional depositions; follow up regarding Applied Materials; conference call regarding software issues; follow up regarding same.
11/01/05	Smith, Neil	3.5	Attend to discovery issues and pretrial issues; attend court hearing on Rule 56 motions; contact Dr. Abraham and Dr. Spitzer regarding depositions; correspond with Brooks' counsel regarding discovery.
11/01/05	Hirsch, Timothy	3.0	Legal research relating to jury instruction in preparation for trial; legal research regarding telephonic and out-of-state depositions; draft email to Mr. Smith regarding research.
11/01/05	Van Der Meulen, Robin	1.0	Assemble trial exhibits; assemble summary judgment filing.
11/01/05	La Macchia, Brian	6.7	Draft proposed jury instructions.
11/01/05	Marziani, Elianna	1.7	Locate and extract Grady deposition testimony regarding M2C; identify significant Therrien testimony for deposition designation.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/05	Tully, Mark	5.5	Several extended telephone conferences regarding Applied Materials; follow up regarding same; extended telephone conference with Mr. Weiss regarding expert preparation; attention to additional depositions.
11/02/05	Smith, Neil	6.2	Attend to discovery issues and pretrial issues; contact Dr. Spitzer regarding depositions; correspond with Brooks' counsel regarding discovery; prepare timeline for trial; review documents produced to transmit to Applied Materials.
11/02/05	Van Der Meulen, Robin	4.5	Collect documents relating to Applied Materials in preparation for Mr. Ali Taheri's deposition; produce additional expert documents.
11/02/05	La Macchia, Brian	2.8	Determine deposition designations.
11/02/05	Marziani, Elianna	1.0	Identify significant deposition testimony for designations.
11/03/05	Tully, Mark	9.5	Preparation for and deposition of Mr. Weiss.
11/03/05	Smith, Neil	7.7	Attend to discovery issues and pretrial issues; prepare for and defend deposition of Dr. Spitzer; prepare timeline for trial; correspond with opposing counsel regarding discovery issues.
11/03/05	Hirsch, Timothy	3.8	Legal research regarding "head start" provisions and trade secrets; legal research regarding "rights but no remedies"; draft voir dire questions.
11/03/05	Van Der Meulen, Robin	5.5	Assemble documents relating to Mr. Ali Taheri in preparation for his deposition; draft trial exhibit list.
11/03/05	La Macchia, Brian	6.8	Draft proposed jury instructions; determine deposition designations.
11/03/05	Marziani, Elianna	5.5	Review deposition testimony for designations; meet with team; draft deposition designations.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/04/05	Tully, Mark	5.0	Work on expert witness supplemental submission; extended conferences and telephone conferences regarding same; follow up regarding additional depositions; follow up regarding Applied Materials; attention to trial preparation organization.
11/04/05	Smith, Neil	6.6	Attend deposition of Mr. Abraham; prepare for trial by preparing exhibit and witness lists; draft and serve supplemental appendix to summary judgment motions; edit motion in limine.
11/04/05	Hirsch, Timothy	7.1	Legal research regarding "head start" provisions and "rights but no remedies"; legal research regarding motions in limine; draft motion in limine regarding excluding expert; draft motion in limine regarding excluding trade secrets and proprietary information.
11/04/05	Van Der Meulen, Robin	6.5	Meet with Mr. Tully; assemble Mitch Weiss expert documents for refiling with the Court.
11/04/05	La Macchia, Brian	6.1	Draft proposed jury instructions; determine deposition designations; analyze Motion in Limine.
11/04/05	Marziani, Elianna	3.5	Review Brooks' supplemental production; draft Hanna deposition designation; edit trade secret Motion-in-Limine; draft witness list; review Brooks' opposition to summary judgment.
11/05/05	Hirsch, Timothy	1.8	Edit and revise motion in limine to exclude evidence regarding trade secrets and proprietary information.
11/06/05	Smith, Neil	7.1	Prepare trial exhibit and witness lists; draft reply to plaintiff's opposition to summary judgment motion; review documents in preparation for trial; draft two motions in limine to file.
11/07/05	Tully, Mark	9.0	Preparation for and continued deposition of Mr. Weiss; work on opposition to motion to dismiss; work on motions in limine; review opposition to motion for summary judgment; outline reply brief.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/07/05	Smith, Neil	10.2	Prepare opposition in motion to dismiss; prepare two motions in limine for filing; prepare response to Plaintiff's opposition to summary judgment on damages for filing; prepare witness list for filing; review and prepare reply to Plaintiff's opposition to motion for summary judgment on liability.
11/07/05	Hirsch, Timothy	6.4	Edit and revise motion in limine to exclude expert and finalize for filing; edit and revise motion in limine to exclude trade secrets; read and analyze Grady deposition; legal research regarding 9A requirements; legal research regarding "head start" provisions and rights but not remedies and draft legal memo of same.
11/07/05	Van Der Meulen, Robin	7.0	Draft trial exhibit list; assemble trial exhibits; assist in filing pre-trial motions.
11/07/05	La Macchia, Brian	9.6	Determine deposition designations; research and draft Opposition to Motion in Limine to Admit Patentability Study; research reply to Opposition to Motion for Summary Judgment on Liability; analyze and file Reply to Opposition to Motion for Summary Judgment on Remedies.
11/07/05	Marziani, Elianna	7.5	Edit witness list; draft letters to court; edit Opposition to Motion to Dismiss Counterclaims; prepare for filing; attend team meeting; review Opposition to Summary Judgment on liability and begin to research for and draft response.
11/08/05	Tully, Mark	9.5	Work on supplemental pleadings regarding summary judgment; preparation for summary judgment hearing; work on van der Meulen affidavit; attention to van der Meulen deposition.
11/08/05	Smith, Neil	11.7	Prepare for summary judgment arguments; prepare to file witness list, exhibit list, and deposition designations; prepare for and defend deposition of Mr. van der Meulen; review cases in preparation for argument.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/08/05	Hirsch, Timothy	11.7	Legal research regarding waiver of the attorney client privilege and inadvertent disclosure of privileged documents; draft motion in limine opposition regarding waiver of attorney client privilege; finalize motion in limine for filing; find cites for opposition to plaintiffs' summary judgment opposition; assemble case law used in support of motion for summary judgment filings.
11/08/05	Van Der Meulen, Robin	2.0	Assist in filing motions to the court.
11/08/05	La Macchia, Brian	8.7	Determine deposition designations; research Reply to Opposition to Motion for Summary Judgment on Liability.
11/08/05	Marziani, Elianna	10.7	Help draft response to Opposition to Summary Judgment on liability; meet with team; draft letters to court; compile exhibits; research non-compete provision case law; draft memorandum regarding contract language; compile deposition designations; compile cases to take to hearing.
11/09/05	Tully, Mark	10.5	Preparation for and hearing on motions for summary judgment and motions in limine; trial preparation with Mr. van der Meulen.
11/09/05	Smith, Neil	10.9	Prepare for and attend hearing on motions in limine and motions for summary judgment; prepare for trial with Mr. van der Meulen; edit and file witness list, exhibit list, and deposition designations.
11/08/05	Hirsch, Timothy	5.4	Preparation for summary judgment hearing; document review of Brooks Patent Committee Minutes; draft memorandum regarding Brooks Patent Committee Minutes; legal research regarding 93A and baseless lawsuits.
11/09/05	Van Der Meulen, Robin	6.0	Prepare for hearing on all motions before Judge Gants; prepare trial exhibits.
11/10/05	Tully, Mark	8.0	Review trial exhibit lists; revisions to same; attention to trial subpoenas; initial preparation of witness outlines; work on opening statement.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/10/05	Smith, Neil	9.2	Prepare for trial; review exhibit list from Plaintiff; prepare trial subpoenas; draft letters to plaintiff regarding expert discovery, missing exhibits, and trial subpoenas; prepare witness outlines.
11/10/05	Hirsch, Timothy	7.0	Legal research regarding 93A and baseless lawsuits; draft memorandum to team regarding baseless lawsuits and 93A; draft letter to court outlining 93A cases and baseless lawsuits; prepare trial subpoenas; draft and prepare research for renewed motion in limine to exclude the testimony of Mr. Sussman.
11/10/05	Van Der Meulen, Robin	9.5	Gather plaintiff's trial exhibits; arrange for courtroom technology; draft master trial exhibit list.
11/10/05	La Macchia, Brian	0.3	Research Motion in Limine to Exclude Plaintiff's Expert on Damages.
11/10/05	Marziani, Elianna	2.2	Work on draft jury instructions; review court order.
11/11/05	Tully, Mark	7.0	Meetings in Andover and telephone conference with directors; general trial preparation.
11/11/05	Smith, Neil	5.7	Prepare for trial; review exhibits in preparation for trial; prepare exhibit and witness list; review Brooks' pre-trial brief; correspond with Brooks regarding discovery and trial issues.
11/11/05	Hirsch, Timothy	6.5	Legal research for jury instructions; legal research regarding motion to exclude Sussman's (expert on damages) testimony; gather and analyze M2C documents; research publicly disclosed documents on Brooks' website.
11/11/05	Van Der Meulen, Robin	6.0	Prepare trial exhibits.
11/11/05	La Macchia, Brian	6.3	Draft Supplemental Motion in Limine to Exclude Expert on Damages; draft Proposed Jury Instructions.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/11/05	Marziani, Elianna	5.9	Edit jury instructions; read and analyze Brooks' jury instructions; research for objections to exhibits; incorporate BST's objections to Brooks' jury instructions into BST's instructions.
11/12/05	Tully, Mark	5.0	Work on trial exhibits; attention to motion drafts.
11/12/05	Smith, Neil	5.9	Prepare for trial; review exhibits; draft direct and cross-examination outlines.
11/12/05	Van Der Meulen, Robin	4.5	Prepare exhibits for trial; meet with Mr. Tully and Mr. Smith.
11/12/05	La Macchia, Brian	0.4	Draft Proposed Jury Instructions.
11/13/05	Tully, Mark	8.5	Trial preparation; hearing preparation.
11/13/05	Smith, Neil	11.2	Prepare for trial; review exhibits in preparation for trial; draft and edit motions in limine regarding damages expert and technology; draft trial subpoenas; draft and edit motion to compel documents.
11/13/05	Hirsch, Timothy	11.7	Document review of documents on Brooks' website; prepare trial subpoenas; draft motion to compel Exhibit 82; legal research regarding hearsay rule; draft renewed motion in limine to exclude trade secrets; find fact cites; assemble exhibits for motion to compel and motion to exclude trade secrets.
11/13/05	Van Der Meulen, Robin	7.0	Prepare trial exhibits; send exhibits to Mitch Weiss; prepare for trial.
11/13/05	La Macchia, Brian	10.6	Draft Supplemental Motion in Limine to Exclude Expert on Damages; draft Proposed Jury Instructions; draft Motion in Limine to exclude Evidence Regarding Alleged Proprietary Information.
11/13/05	Marziani, Elianna	10.0	Draft deposition outlines in preparation for direct, cross-examination and witness preparation; draft voir dire questions and motion to court; meet with team.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/14/05	Tully, Mark	15.0	Preparation for trial; preparation for hearing on motions in limine; extensive hearings; preparation for and depose expert witness.
11/14/05	Smith, Neil	14.1	Prepare for trial; attend pretrial hearing; prepare exhibits and cross-examination outlines for trial.
11/14/05	Hirsch, Timothy	12.9	Assist in filing supplemental motion in limine to exclude proprietary information; assist in filing motion to compel Ex. 82; prepare and review six trial exhibit notebooks; analyze and review Pippins deposition and create deposition outline; analyze and review Thermen deposition transcript and create deposition outline; draft and edit jury instructions; attend meeting to prepare for trial.
11/14/05	Van Der Meulen, Robin	12.5	Attend pre-trial hearing and arrange for courtroom set up; prepare documents for trial.
11/14/05	La Macchia, Brian	11.1	Draft and file remaining Motions in Limine; draft Supplemental Verdict Form; assemble trial documents; create cross-examination outlines.
11/14/05	Marziani, Elianna	10.0	Draft deposition outlines and review deposition testimony in preparation for direct and cross-examination at trial; compile documents to take to trial and order exhibits; analyze Brooks' counter-designations for depositions; meet with team.
11/15/05	Tully, Mark	11.0	Trial preparation and trial.
11/15/05	Smith, Neil	13.3	Prepare for trial; attend trial, including jury selection and opening statements; prepare for cross examinations of Pippins and Hofmeister; prepare direct of Mr. van der Meulen.
11/15/05	Hirsch, Timothy	6.1	Prepare documents for opening day of trial; legal research on directed verdict; draft directed verdict motion; attend meeting strategizing anti-SLAPP research; research anti-SLAPP law.
11/15/05	Van Der Meulen, Robin	9.0	Attend trial; prepare exhibits for trial.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/15/05	La Macchia, Brian	8.1	Prepare documents for trial; draft Supplemental Jury Verdict Form.
11/15/05	Marziani, Elianna	8.0	Research and draft Motion for Directed Verdict; discuss strategy for and edit special verdict form for jury; edit jury instructions; meet with team.

Total Hours	539.2	Total Fees	\$189,833.00
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<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Tully, Mark	108.0	\$800.00	\$84,800.00
Smith, Neil	123.3	410.00	50,553.00
Hirsch, Timothy	83.4	300.00	25,020.00
La Macchia, Brian	77.5	260.00	20,150.00
Marziani, Elianna	66.0	260.00	17,160.00
Van Der Meulen, Robin	81.0	150.00	12,150.00
Total	539.2		\$189,833.00

<u>Matter Disbursement Summary</u>	<u>Total</u>
Total Duplicating Charge/Copy	\$4,043.55
Fax	24.00
Postage	0.37
Express Delivery	35.74
Secretarial Overtime	105.00
Messenger	28.00
Travel	156.13
Document Scanning	89.85
Witness Fees	10.00
Court Reporter Service	688.00
Litigation Support	7,390.55
Total Disbursements	\$12,671.19

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Fed. ID #: 04-1378485
Invoice Number: 538564
Client Number: 120298

BlueShift Technologies, Inc.

REDACTED

November 30, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period
through November 23, 2005, in connection with the following:

<u>Matter</u>	<u>Fees</u>	<u>Disbursements</u>	<u>Total</u>
Brooks Automation, Inc.	\$217,636.00	\$6,446.38	\$224,082.38
Invoice Total	<u>\$217,636.00</u>	<u>\$6,446.38</u>	<u>\$224,082.38</u>
Less 20% Deferred			<u>\$44,816.48</u>
80% Currently Due			\$179,265.90

120298/160739
WJS:mjm

Mailed To: Peter van der Meulen
BlueShift Technologies, Inc.
3 Riverside Drive
Andover, MA 01810

Please return this page with your remittance. Thank you.
Payment due within 30 days.

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 goodwinprocter.com

Fed. ID #: 04-1378465
 Invoice Number: 538584
 Client Number: 120298

**BlueShift Technologies, Inc.
 (Brooks Automation, Inc.)**

November 30, 2005

FOR PROFESSIONAL SERVICES RENDERED for the period through
 November 23, 2005, in connection with the following:

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/03/05	Berriman, James	0.7	Conferences with Mr. Tully and Ms. Van Der Meulen regarding electronic discovery project and highly expedited tracking order for discovery and trial; conference regarding proposed procedures for obtaining discovery of file server and local computer files.
10/04/05	Berriman, James	0.7	Conferences with Mr. Tully, client, and Ms. Turgeon regarding scope of electronic discovery project and processes for gathering and reviewing files for production and review.
10/04/05	Turgeon, Lynn	6.0	Travel to and from BlueShift office to gather documents; organize documents for review and production.
10/05/05	Turgeon, Lynn	2.5	Organize documents for review.
10/06/05	Berriman, James	0.6	Conference with Mr. Tully and team regarding strategies for dealing with expedited discovery schedule and dealing with review and analysis of electronic files; conferences regarding preservation and review of forensic images of company computers.
10/06/05	Turgeon, Lynn	2.6	Organize documents for review.
10/11/05	Berriman, James	0.6	Conferences with Mr. Tully regarding examination of electronic files on client's laptop computer; review files from Ms. Turgeon.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/11/05	Hosp, David	1.2	Attention to preparation for directors' depositions.
10/12/05	Berriman, James	1.0	Conferences with Mr. Tully and client regarding expedited electronic discovery project; telephone conferences with forensic vendors to address laptop imaging issues; conference with Mr. Tessel regarding scope of project.
10/12/05	Hosp, David	4.3	Reading/analysis of pleadings with case background; conferences with Messrs. Tully and Smith; attention to strategy and preparation for meetings with directors.
10/12/05	Turgeon, Lynn	3.3	Organize files for document production.
10/13/05	Berriman, James	2.3	Conferences with Mr. Tully regarding hard drive review issues; telephone conferences with forensic vendor; meet with vendor to deliver laptop and discuss project specifications; obtain preserved forensic image from vendor; conduct preliminary searches on image; memo to Mr. Tully setting forth results of preliminary search; conferences with Mr. Tully and Mr. Smith regarding same.
10/13/05	Hosp, David	3.6	Attention to preparation of directors for deposition; conferences with Mr. Tully; preparation for conference.
10/13/05	Turgeon, Lynn	2.8	Create load file and import images; briefcase responsive documents for processing to images; run electronic production, create summation load file and burn to cd.
10/14/05	Hosp, David	2.9	Attention to scheduling; telephone conferences with directors; preparation for depositions; attention to summary judgment.
10/14/05	Turgeon, Lynn	1.2	Organize electronic files for production.
11/01/05	Hosp, David	6.3	Attention to multiple briefs; attention to strategy; conferences with Mr. Tully and Mr. Smith; research and analysis.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/05	Hosp, David	5.9	Attention to multiple briefs; draft and edit same; conferences with team; analysis of oppositions and drafts of replies.
11/03/05	Hosp, David	7.1	Attention to multiple briefs.
11/04/05	Hosp, David	8.9	Attention to multiple briefs; conferences with Mr. Smith and Mr. Tully; attention to strategy; attention to counterclaim issues.
11/06/05	Berriman, James	3.9	Conferences with Mr. Tully and Mr. Smith regarding expedited trial schedule, trial strategy, trial preparation assignments, identification of potential trial exhibits, and use of presentation technology to streamline trial; prepare potential electronic exhibits from Brooks web site for possible use at trial; review Brooks files for examples of public disclosures of proprietary information; conferences regarding key exhibits; begin preparation of electronic files for use as trial evidence; conferences with Mr. Conneally regarding detailed review of documents on trade secret issues; preparation of electronic materials for use at trial.
11/06/05	Hosp, David	3.5	Attention to multiple briefs.
11/07/05	Berriman, James	0.8	Conferences with Mr. Smith and Ms. van der Meulen regarding supplemental discovery and selection of trial exhibits; review of proposed trial exhibits for use as demonstratives; review index of potential exhibits.
11/07/05	Hosp, David	10.3	Draft reply briefs; research; conferences with team; draft oppositions to Brooks's motions; attention to motion to dismiss counterclaims.
11/08/05	Berriman, James	1.3	Conferences with Mr. Smith and Ms. van der Muelen regarding additional exhibits to be used at trial; review same; determine relevant portions to be presented at trial; begin designing demonstratives for presentation at trial.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/08/05	Hosp, David	8.9	Attention to reply to non-compete argument; analysis; conferences with Mr. Tully and Mr. Smith; conferences with E. Marzian and B. LaMachia; draft reply briefs; attention to filings.
11/09/05	Berriman, James	2.9	Continue preparations for electronic trial; conferences with Mr. Tully and team regarding assignments, trial strategy, and trial preparation issues; review and prepare additional electronic exhibits and demonstratives.
11/09/05	Hosp, David	5.9	Attention to preparation for hearing; research and analysis on various points for argument; preparation of Mr. Tully for hearing; attend hearing and provide arguments therefore.
11/10/05	Hosp, David	4.9	Draft letters to court regarding basis for 93A claims; research and analysis; conferences with T. Hirsch; attention to 93A strategy.
11/12/05	Berriman, James	4.2	Conferences with Mr. Tully regarding trial preparation assignments and further use of technology to expedite witness examinations; conferences with Ms. van der Meulen regarding status of agreed-upon exhibits and additional materials; prepare timelines; review proposed animations and convert same for use in trial presentation system; prepare excerpts and highlights of key documents.
11/13/05	Berriman, James	4.9	Conferences with Mr. Tully regarding opening strategy; review exhibits to be presented in opening; prepare electronic materials for use in opening statement and for use as blowups; conferences with Mr. Tully regarding changes to scope of opening and witness outlines; prepare exhibits for cross examinations of first Brooks witnesses, including Pippins and Hofmeister.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/14/05	Berriman, James	11.5	Conferences with Mr. Tully regarding final trial preparation assignments; travel to courthouse to attend meeting with courtroom staff to prepare for electronic trial; meet with equipment vendor to supervise setup of equipment; conference with opposing counsel to confirm cost-sharing arrangements for presentation equipment; prepare materials for use in opening statement; meet with Mr. Tully to review opening and coordinate electronic presentation; prepare blowups; conferences with vendor regarding same; final review of opening with Mr. Tully; prepare presentation system for trial.
11/15/05	Berriman, James	10.8	Prepare for and attend first day of trial, including setup of presentation system, jury selection, and opening statements; conferences with Mr. Tully and team regarding preparations for next day of trial; prepare for cross examination of Pippins; highlight and annotate presentation materials.
11/16/05	Tully, Mark	15.5	Continued trial preparation and trial.
11/16/05	Berriman, James	11.1	Prepare for and attend second day of trial, including examination of Pippins; prepare additional electronic exhibits; conferences with Mr. Tully regarding cross examinations; prepare cross exhibits; conferences with Mr. Smith and Ms. van der Meulen regarding same; attend to renumbering of electronic exhibits per specifications ordered by court.
11/16/05	Smith, Neil	13.9	Prepare for and attend trial; attend to exhibit list; prepare for cross of Pippins and Hofmeister.
11/16/05	Hirsch, Timothy	11.8	Legal research regarding Anti-Slapp; legal research on absolute litigation privilege; draft legal memorandum in opposition to Anti-Slapp Motion to Dismiss; prepare exhibits for trial; prepare 14 jury binders for trial.
11/16/05	Van Der Meulen, Robin	15.0	Attend trial; prepare trial exhibits; assemble binders for jurors.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/16/05	La Macchia, Brian	6.8	Prepare documents for trial; research absolute privilege.
11/16/05	Marziani, Elianna	11.0	Conduct research and draft anti-SLAPP memorandum; prepare exhibits and jury binders for trial.
11/17/05	Tully, Mark	17.0	Preparation for and trial day 3; preparation for trial day 4.
11/17/05	Berriman, James	9.3	Prepare for and attend third day of trial, including direct and cross of Pippins; conferences with Mr. Tully regarding additional materials and tactics for cross examination; prepare materials for next witness; conferences with vendor regarding additional blowups; highlight and annotate presentation materials.
11/17/05	Smith, Neil	14.4	Prepare for and attend trial day 3; prepare for trial day 4.
11/17/05	Hirsch, Timothy	2.2	Attention to trial preparation for Friday 11/18.
11/17/05	Van Der Meulen, Robin	12.0	Attend trial; assemble trial binders.
11/17/05	La Macchia, Brian	5.6	Prepare documents for trial; research absolute privilege.
11/17/05	Marziani, Elianna	3.1	Draft anti-SLAPP jury instruction.
11/18/05	Tully, Mark	11.5	Preparation for and trial day 4.
11/18/05	Berriman, James	8.5	Prepare for and attend fourth day of trial, including direct and cross of Hofmeister; conferences with Mr. Tully regarding preparations for next witness; highlight and annotate presentation materials.
11/18/05	Smith, Neil	8.2	Prepare for and attend trial.
11/18/05	Hirsch, Timothy	5.3	Legal research on Daubert/Lanigan standard for the admissibility of expert witnesses; legal research on the admissibility of diary entires; attend trial.
11/18/05	Van Der Meulen, Robin	7.0	Attend trial and follow up regarding exhibits and related issues.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/18/05	La Macchia, Brian	3.6	Prepare documents for trial and attend trial.
11/18/05	Marziani, Elianna	4.0	Attention to preparation for trial and attend trial.
11/20/05	Tully, Mark	8.5	Work on expert witness electronic presentation and testimony preparation; work with Mr. van der Meulen regarding direct examination; extensive conferences and telephone conferences regarding same; related trial preparation.
11/20/05	Berriman, James	6.3	Meet with Mr. Tully, client, and team to prepare for testimony of van der Meulen; prepare exhibits and demonstratives for same; conferences with vendor regarding additional blowups for trial; prepare electronic demonstratives for presentation to jury; highlight and annotate presentation materials.
11/20/05	Smith, Neil	10.7	Prepare for trial; prepare for examination of Mr. van der Meulen and further cross-examination of Mr. Hofmeister; prepare for examination of Mr. Weiss; work on motions and deposition designations for trial.
11/20/05	Hirsch, Timothy	5.1	Prepare for trial; prepare exhibits for Weiss testimony; prepare jury binders for trial.
11/20/05	Van Der Meulen, Robin	8.0	Prepare for trial and exhibit binder materials.
11/20/05	La Macchia, Brian	5.5	Prepare exhibits for trial.
11/21/05	Tully, Mark	14.5	Prepare for additional examinations and cross-examinations including expert preparation; trial preparation and trial; work on closing argument.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/21/05	Berriman, James	12.8	Prepare for and attend fifth day of trial, including direct and cross of Sussman and van der Meulen; conferences with Mr. Tully regarding preparations for examination of Weiss; meet with Mr. Weiss to review patents, articles, and other public disclosure materials; prepare exhibits for presentation; research robotic web sites for additional evidence and animations; prepare color demonstratives and electronic videos; highlight and annotate presentation materials.
11/21/05	Smith, Neil	15.8	Prepare for and attend trial; prepare for closing arguments, examination of Mr. van der Meulen, Mr. Weiss, and directed verdict filing.
11/21/05	Hirsch, Timothy	9.0	Trial preparation; prepare jury binders; draft motion for directed verdict; analyze and review Judge Gants' jury instructions; prepare email of same; prepare binder of all jury instruction.
11/21/05	Van Der Meulen, Robin	12.0	Prepare for trial; attend trial.
11/21/05	La Macchia, Brian	8.2	Prepare documents for trial; review and supplement Gants' jury instructions; draft Motion for Directed Verdict; review and prepare Therrien deposition designations.
11/22/05	Tully, Mark	13.0	Trial preparation; trial; work on revised closing argument.
11/22/05	Berriman, James	11.4	BlueShift; prepare for and attend sixth day of trial, including cross of van der Meulen and examination of Weiss; conferences with Mr. Tully and client regarding preparations for closing and exhibits for same; prepare electronic demonstratives for presentation to jury; conferences with vendor regarding blowups to be created for closing argument.
11/22/05	Smith, Neil	10.2	Prepare for and attend trial; prepare for closing arguments.
11/22/05	Hirsch, Timothy	7.3	Trial preparation; attend trial and prepare jury binders.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/22/05	Van Der Meulen, Robin	10.0	Attend trial; assist in preparations for closing arguments.
11/22/05	La Macchia, Brian	5.5	Attend trial and prepare documents for trial.
11/23/05	Tully, Mark	10.0	Trial preparation; trial; closings; jury charge and jury deliberations; follow up telephone conferences and emails regarding trial result; follow up regarding same.
11/23/05	Berriman, James	8.4	Prepare for and attend seventh day of trial, including closing arguments and jury charge; attend to breakdown of presentation system; prepare local copies of animated demonstratives in event jury requests view of same; set up laptop presentation system for same; conferences with Mr. Tully, Mr. Smith, and client regarding preparations for various possible outcomes; attend to preservation of electronic exhibits for possible use in appeal; attend conclusion of trial and jury verdict; conference with Mr. Tully and client regarding post-trial issues.
11/23/05	Smith, Neil	8.8	Prepare for and attend trial; jury verdict; follow up regarding same.
11/23/05	Hirsch, Timothy	2.9	Trial preparation for final day of trial; prepare jury binders; attend trial.
11/23/05	La Macchia, Brian	2.8	Prepare documents for trial and attend trial.
Total Hours		541.8	Total Fees \$217,638.00
<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Hosp, David	73.7	\$500.00	\$36,850.00
Tully, Mark	90.0	600.00	54,000.00
Berriman, James	114.0	450.00	51,300.00
Hirsch, Timothy	43.6	300.00	13,080.00
La Macchia, Brian	38.0	260.00	9,880.00
Marziani, Elianna	18.1	260.00	4,706.00
Smith, Neil	82.0	410.00	33,620.00
Turgeon, Lynn	18.4	250.00	4,600.00
Van Der Meulen, Robin	64.0	150.00	9,600.00
Total	541.8		\$217,638.00

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Matter Disbursement Summary

	<u>Total</u>
Total Duplicating Charge/Copy	\$3,119.25
Secretarial Overtime	555.00
Messenger	155.75
Travel	446.02
Service of Process	53.00
Legal Research	2,117.36
Total Disbursements	<u>\$6,446.38</u>

Bill Summary

Total Fees	\$217,636.00
Total Disbursements	6,446.38
Total Due	<u>\$224,082.38</u>

120298/160739
WJS:mjm

Mailed To: Peter van der Meulen
BlueShift Technologies, Inc.
3 Riverside Drive
Andover, MA 01810